

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1377.
FILED, DECEMBER 9th. 1965.

DONALDA MINES LIMITED

Full corporate name of Company

Incorporated, Province of Quebec, May 12, 1942

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous Filing Statement No. 1312.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Underwriting and option of Treasury shares referred to in Item 6.
2. Head office address and any other office address.	Head Office - 464 St. John St. Montreal, Quebec Executive Office - 62 Richmond St. W., Toronto, Ont.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	E.F. Furniss - President -30 Marydon Cres. Agincourt Corporate Secretary Robert Brown - Vice Pres.-6 Zaharias Ct. Willowdale Corporate Secretary Victor H. Hedges - Sect'y Treas.-111 Oriole Parkway, Toronto Security Company Executive & Sales Agent A.H. Blackburn 23 Latham Ave, Scarborough-Gentleman D.A. Blackburn 23 Latham Ave. Scarborough-Insurance Executive. Mr. Victor H. Hedges was elected Director of the Company June 4/65.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - 7,500,000 common shares \$1.00 par value Issued and outstanding - 6,950,000 shares
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	NONE
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	The Company has entered into an agreement dated December 1, 1965 with Draper Dobie & Co. Ltd. 25 Adelaide St. W. Toronto, Ontario, acting solely on behalf of its client referred to in item 7 providing for the firm sale of 250,000 shares of the Company's capital stock at .22¢ per share, payable upon acceptance for filing of this filing statement, such date of acceptance being referred to as "the acceptance date". Pursuant to the said agreement Draper Dobie & Co. Ltd. acting on behalf of its client has been granted an option to purchase an additional 125,000 shares at .27¢ per share exercisable within 3 months of the acceptance date.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	In entering into the underwriting and option agreement referred to in item 6 Draper Dobie & Co. Limited was acting solely on behalf of its client Compact Investments Limited, 62 Richmond Street W., Toronto, Ontario. The only person having a greater than 5% interest in Compact Investments Limited is Martin B. Fremont, 740 Briar Hill Rd., Toronto, Ontario.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company is currently engaged in an exploration programme of its mining claims in Rouyn Township at Noranda, Quebec, composed of a diamond drilling programme and an induced polarization survey to be followed by further diamond drilling if results warrant, the total cost of phase 1, being the initial diamond drilling and I.P. survey, will involve an expenditure of approximately \$7,500.00. Phase 2 - the diamond drilling will be dependent largely on the results from the initial phase. Horwood Township - Since the geophysical surveys failed to provide a positive exploration guide to the location of auriferous sulphide zones and because of the obvious erratic distribution of the high grade gold in the zones tested it has been recommended by the Company's engineer that no further work be undertaken. No funds of the Company will be used for the purchase of securities other than those eligible for investment by Canadian Insurance Companies.

FINANCIAL STATEMENTS

DONALDA MINES LIMITED
(No personal liability)
(Incorporated under the laws of the Province of Quebec)

BALANCE SHEET

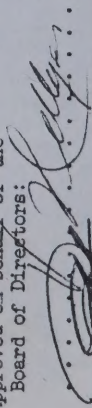
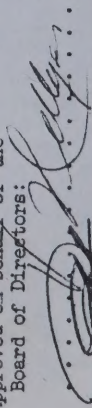
AS AT SEPTEMBER 30, 1965
(Prepared from the books without audit)

ASSETS

Current assets		
Cash	\$ 2,927.77	
Bank deposit receipts	50,000.00	
Marketable securities, at cost (market value \$2,325.00)	5,395.00	\$ 58,322.77
Fixed assets		
Mining claims and concessions, at cost (\$23,732.17 cash and \$320,000.00 attributed to 1,200,000 shares of capital stock issued for claims and concessions)	\$243,732.17	
Buildings and equipment, at estimated realizable value	2,000.00	
Office furniture and equipment, at cost less \$642.00 accumulated depreciation	430.00	346,162.17
Deferred expenditures and other assets		
Development and administrative expenditures:		
Balance, December 31, 1964	\$631,794.10	
Additions - January 1, 1965 to September 30, 1965	14,755.12	
Investment in shares, at cost	\$646,549.85	
Organization expenses	150.06	
	8,415.51	655,115.42
		\$1,059,600.36

LIABILITIES

Current assets		
Accounts payable		
Capital and deficit		
Capital stock		
Authorized:		
7,500,000 shares, par value \$1.00 each		
Issued and fully paid:		
5,550,000 shares for cash	\$5,550,000.00	
Less - discount premium of \$89,982.75)	3,149,826.27	\$2,400,173.43
1,400,000 shares for mining claims and concessions (of which 200,000 shares were issued since January 1, 1965 at a valuation of \$20,000.00)		
Less - discount	\$1,400,000.00	
	1,050,000.00	350,000.00
		\$2,750,173.43
Deficit - no change since January 1, 1965)		1,691,803.07
		\$1,059,600.36

Approved on behalf of the
Board of Directors:
 (Director)
 (Director)

DONALDA MINES LIMITED
(No personal liability)

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 1965
(Prepared from the books without audit)

Source of funds

\$ Nil

Application of funds

Exploration expenditures

Engineers' and consultants' fees and expenses	\$ 3,874.77	
Line cutting	1,890.00	
Geophysical surveys	2,379.30	
Government fees, taxes and licenses	358.26	
Insurance	230.25	
Field office expenses	<u>697.80</u>	\$ 9,430.38

Administrative expenditures

Head office accommodation, including accounting and secretarial services	\$ 2,500.00	
Share issue and transfer expenses	1,247.23	
Annual meeting expenses	691.32	
Government fees, licenses and taxes	120.00	
Stock exchange fees and expenses	474.31	
Legal and audit fees	261.28	
Executive officer's salary	1,000.00	
Directors' fees	375.00	
Miscellaneous	<u>187.24</u>	
	\$ 6,856.38	
Less - interest earned	<u>1,531.01</u>	<u>5,325.37</u>

Deferred expenditures (net) incurred during period \$14,755.75

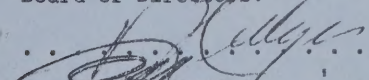
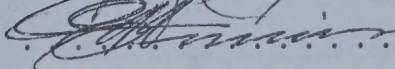
Deduct - expenses not involving an outlay of funds 15.68
\$14,740.07

Purchase of mining claims in Horwood Township,
Ontario - cash portion of consideration 11,004.00 25,744.07

Decrease in working capital \$25,744.07

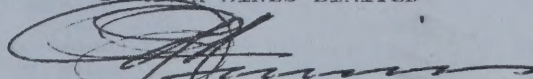
	December 31, 1964	September 30, 1965	Increase (Decrease)
<u>Working capital changes</u>			
Current assets	\$84,596.84	\$58,322.77	(\$26,274.07)
Current liabilities	<u>1,760.00</u>	<u>1,230.00</u>	(530.00)
	<u>\$82,836.84</u>	<u>\$57,092.77</u>	<u>(\$25,744.07)</u>

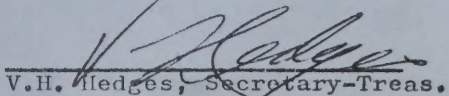
Approved on behalf of the
Board of Directors:

 (Director)
 (Director)

We hereby certify that there has been no material changes in the items on the balance sheet since the date of said balance sheet, dated September 30, 1965.

DONALDA MINES LIMITED


E.F. Furniss, President.


V.H. Hedges, Secretary-Treas.

10. Brief statement of company's chief development work during past year.	The Company completed line-cutting, geophysical surveys, and surface sampling on it's Horwood Township claims in Ontario for a total expenditure of approximately \$9,000.00.				
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Not Applicable				
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not Applicable				
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	180,000 shares of the Company are presently held in escrow subject to release only by consent of the Toronto and Vancouver Stock Exchange.				
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	The owners of more than 5% interest in the escrowed shares referred to in item 13 are: Louis Blumenthal, 525 Chaplin Cres., Toronto, Ont. 20,000 shares Gino J. Cicci, 623 Hart St., Timmins, Ontario. 45,000 shares Robert P. Gordon, P.O. Box 42, Timmins, Ontario. 45,000 shares				
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Draper, Dobie & Co. Ltd. 25 Adelaide St. W. Toronto 1814725 Houston & Co. 335 Bay St. Toronto 195200 James Richardson & Sons, 173 Portage Ave. E. Winnipeg 181041 Newling & Co. 80 Richmond St. W., Toronto, Ontario 164324 Doherty Roadhouse & McCuaig Bros. 335 Bay St. Toronto 162340 Beneficial ownership of all above shares unknown.				
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	None. However, Management has been able to receive sufficient proxies to materially affect control of the Company.				
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	15,000 shares of Silver Miller Mines Limited <table><tr><td>Cost</td><td>Market</td></tr><tr><td>\$5,395.00</td><td>\$3,000.00</td></tr></table>	Cost	Market	\$5,395.00	\$3,000.00
Cost	Market				
\$5,395.00	\$3,000.00				
18. Brief statement of any lawsuits pending or in process against company or its properties.	None				
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None				
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. No shares of the Company are presently in the course of primary distribution to the public; however, shares of the Company referred to in item 6 would be in the course of primary distribution to the public.				

CERTIFICATE OF THE COMPANY

DATED December 1, 1965.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

DONALDA MINES LIMITED

"E.F. Furniss" PER: [Signature] CORPORATE SECRETARY
"V.H. Hedges" PER: [Signature] SECRETARY-TREASURER

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

DRAPER DOBIE & COMPANY LTD

"W.M. Wismer" PER: [Signature]
"D.J. Coulter" PER: [Signature]